

HELM

FINANCIAL CORPORATION

September 18, 2001

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

RECORDATION NO.

22040-B FILED

OCT 04 '01

4-25 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Termination of Locomotive Lease Agreement dated August 31, 2001 by Helm Financial Corporation ("**Lease Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Lease Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: CSX Transportation, Inc.
500 Water Street, J-220
Jacksonville, FL 32202

Equipment: 41 Locomotives
HATX 423-430 (NI); HLCX 4000, 4002; HATX 519-521
HLCX 4200-4415 (NI); HLCX 6200-6600 (NI)

Please record this Lease Termination as a supplemental agreement to STB Recordation No. 22040 filed on February 23, 1999 at 9:30 AM. The filing fee of \$28,00 is included in our enclosed Check No. 46802 in the amount of \$588.00.

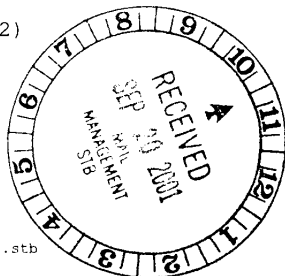
Summary: Termination of Locomotive Lease Agreement dated August 31, 2001 by Helm Financial Corporation for 41 locomotives, HATX 423-430 (NI); HLCX 4000, 4002; HATX 519-521; HLCX 4200-4415 (NI); HLCX 6200-6600 (NI), to be filed as a supplemental agreement. Please file this Lease Termination as a supplemental agreement to STB Recordation No. 22040.

Yours truly,



Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)



termination\kwt004.stb

22040-B 4:25

TERMINATION OF LOCOMOTIVE LEASE AGREEMENT

THIS TERMINATION OF LOCOMOTIVE LEASE AGREEMENT ("Termination") is dated as of August 31, 2001 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Locomotive Lease Agreement dated as of March 6, 1998, as amended ("**Lease**"), with **CSX Transportation, Inc.**, a Virginia corporation, with respect to the forty-one (41) locomotives described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board ("**STB**") of the Department of Transportation under STB Recordation Number 22040 filed on February 23, 1999 at 9:30 AM.

The Lease was terminated on December 31, 2000. The purpose of this Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first written above.

HELM FINANCIAL CORPORATION

By: Barbara W. Wilson
Name: Barbara W. Wilson
Title: Senior Vice President & CFO

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SURFACE TRANSPORTATION BOARD

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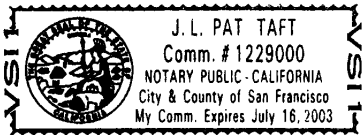
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On September 4, 2001, before me, J. L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and Chief Financial Officer of **HELM FINANCIAL CORPORATION**,

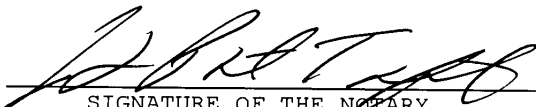
X personally known to me -OR-

_____ proved to me on the basis of satisfactory evidence

to be the person(~~s~~) whose name(~~s~~) is/~~are~~ subscribed to the within instrument and acknowledged to me that ~~he~~/she/~~they~~ executed the same in ~~his~~/her/~~their~~ authorized capacity(~~ies~~), and that by ~~his~~/her/~~their~~ signature(~~s~~) on the instrument the person(~~s~~), or the entity upon behalf of which the person(~~s~~) acted, executed the instrument.



Witness my hand and official seal.


SIGNATURE OF THE NOTARY

[Handwritten mark]

SCHEDULE A

THE UNITS:

	Reporting Marks:	Type:
1	HATX 423	GP40
2	HATX 425	GP40
3	HATX 426	GP40
4	HATX 427	GP40
5	HATX 428	GP40
6	HATX 429	GP40
7	HATX 430	GP40
8	HLCX 4000	GP40
9	HLCX 4002	GP40
10	HATX 519	GP40-2
11	HATX 520	GP40-2
12	HATX 521	GP40-2
13	HLCX 4200	GP40-2
14	HLCX 4202	GP40-2
15	HLCX 4300	GP40-3
16	HLCX 4301	GP40-3
17	HLCX 4415	GP40-3
18	HLCX 6200	SD40-2
19	HLCX 6201	SD40-2
20	HLCX 6203	SD40-2
21	HLCX 6214	SD40-2
22	HLCX 6400	SD40-2
23	HLCX 6075	SD40-3
24	HLCX 6079	SD40-3
25	HLCX 6081	SD40-3
26	HLCX 6082	SD40-3
27	HLCX 6084	SD40-3
28	HLCX 6085	SD40-3
29	HLCX 6501	SD40-3
30	HLCX 6503	SD40-3
31	HLCX 6509	SD40-3
32	HLCX 6510	SD40-3
33	HLCX 6511	SD40-3
34	HLCX 6513	SD40-3
35	HLCX 6514	SD40-3
36	HLCX 6515	SD40-3
37	HLCX 6516	SD40-3
38	HLCX 6517	SD40-3
39	HLCX 6519	SD40-3
40	HLCX 6520	SD40-3
41	HLCX 6600	SD40-3